



ENTERED
TAWANA C. MARSHALL, CLERK
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ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed April 7, 2009

Barbara J. Houser
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

**SUPERIOR AIR PARTS, INC.,
et al.,**

DEBTORS-IN POSSESSION.

§
§ **Case No. 08-36705-BJH-11**
§
§ **Jointly Administered**
§
§
§ **CHAPTER 11**

**ORDER APPROVING OFFICIAL COMMITTEE OF UNSECURED CREDITORS'
APPLICATION FOR ORDER PURSUANT TO SECTIONS 327(a) AND
1103(a) OF THE BANKRUPTCY CODE AUTHORIZING THE RETENTION
AND EMPLOYMENT OF LAIN, FAULKNER & CO., P.C. AS FINANCIAL ADVISORS
NUNC PRO TUNC TO FEBRUARY 13, 2009**

Upon the Application (the "Application") dated February 16, 2009 [Docket No. 91], of the Official Committee of Unsecured Creditors (the "Committee"), for entry of an order pursuant to Sections 327(a) and 1103(a) of Title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Committee to employ and retain Lain, Faulkner & Co., P.C. as Financial Advisors *nunc pro tunc* to February 13, 2009; and upon the Affidavit of Dennis Faulkner, a shareholder of Lain Faulkner, in support thereof (the "Affidavit"); and the Court being satisfied

DALDMS/659058.1

EXHIBIT A

based on the representations made in the Application and Affidavit that Lain Faulkner is a "disinterested person" as that term is defined under Section 101 of the Bankruptcy Code, and that their employment is necessary, and would be in the best interests of the Committee; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, the Application be, and hereby is, granted; and it is further

ORDERED that, in accordance with Sections 327(a) and 1103(a) of Title 11 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014, the Committee be and hereby is authorized to employ and retain Lain, Faulkner & Co., P.C. as Financial Advisors *nunc pro tunc* to February 13, 2009, on the terms set forth in the Application and Affidavit.

End of Order

LAIN, FAULKNER & CO., P.C.
Superior Air Parts, Inc., et al
Fee Application Summary
For the Period February 13, 2009 through April 30, 2009

Name of Applicant: LAIN, FAULKNER & CO., P.C.	Fees Previously Requested:	\$0.00
	Fees Previously Awarded:	\$0.00
Role in the Case: Financial Advisors for the Official Committee of Unsecured Creditors	Fees Previously Paid:	\$0.00
	Expenses Previously Requested:	\$0.00
	Expenses Previously Awarded:	\$0.00
Current Application:	Expenses Previously Paid:	\$0.00
Fees Requested: \$72,095.75	Retainer Paid:	\$0.00
Expenses Requested: \$82.97		

Employee	Current Hours Billed	Hourly Rate	Total Amount
Professional			
Dennis Faulkner	1.80	390.00	702.00
Steve Thomas	97.70	365.00	35,660.50
Tom Gingerich	119.40	290.00	34,626.00
Steve Thomas	1.10	182.50	200.75
Amy Allen	0.30	0.00	0.00
Steve Thomas	0.50	0.00	0.00
	220.80		71,189.25
Staff			
Rick Cass	2.20	235.00	517.00
Connie Smith	1.90	205.00	389.50
	4.10		906.50
	224.90		\$ 72,095.75

Value of hours not billed: \$ 269.50

Total Blended Hourly Rate: (Professionals) \$ 322.42
Total Blended Hourly Rate: (All) \$ 320.57

LAIN, FAULKNER & CO., P.C.

Superior Air Parts, Inc., et al

Project Summary

For the Period February 13, 2009 through April 30, 2009

Project Description	Exhibit	TimeCard Hours	TimeCard Amount
Case Administration	D	0.20	78.00
Financial Analysis Services	E	220.70	71,010.50
Employment/Fee Application	F	2.10	806.50
Travel Time	G	1.10	200.75
Client Time Not Billed	H	0.80	0.00
	Total:	224.90	\$72,095.75

LAIN, FAULKNER & CO., P.C.
Superior Air Parts, Inc., et al
Summary Sheet - Case Administration
For the Period February 13, 2009 through April 30, 2009

Employee	Current Hours Billed	Hourly Rate	Total Amount
Dennis Faulkner	0.20	390.00	\$ 78.00
Total:	<u>0.20</u>		<u>\$ 78.00</u>

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Case Administration

<u>Emp</u>	<u>Date</u>	<u>Service Code Description</u>	<u>TimeCard Hours</u>	<u>TimeCard Amount</u>
DSF	02/18/2009	Meeting with Steve Thomas regarding update on Superior Air Parts and coordination for teleconference.	0.20	\$78.00
*Daily Log Total:			<u>0.20</u>	<u>78.00</u>

LAIN, FAULKNER & CO., P.C.
Superior Air Parts, Inc., et al
Summary Sheet - Financial Analysis Services
For the Period February 13, 2009 through April 30, 2009

Employee	Current Hours Billed	Hourly Rate	Total Amount
Steve Thomas	97.20	365.00	\$ 35,478.00
Tom Gingerich	119.40	290.00	\$ 34,626.00
Rick Cass	2.20	235.00	\$ 517.00
Connie Smith	1.90	205.00	\$ 389.50
Total:	220.70		\$ 71,010.50

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Financial Analysis Services

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
SHT	02/18/2009	E-mail from/to Elliott Schuler; telecom with Elliott Schuler.	0.50	\$182.50
SHT	02/18/2009	Updated Dennis Faulkner as to status.	0.20	73.00
SHT	02/18/2009	Read APS objection to sale.	0.70	255.50
SHT	02/18/2009	Teleconference with unsecured creditors' committee and counsel.	0.60	219.00
SHT	02/18/2009	Telecom with Elliott Schuler.	0.10	36.50
SHT	02/19/2009	Voicemail from/to Elliott Schuler.	0.10	36.50
SHT	02/19/2009	Traveled to Elliott Schuler's office to review documents and participate in teleconference with Elliott Schuler, debtor and debtor's counsel; met with Elliott Schuler regarding case issues.	2.30	839.50
SHT	02/20/2009	Reviewed documents and prepared for meeting with Kent Abercrombie and Elliott Schuler; met with Kent Abercrombie and Elliott Schuler; had follow-up meeting with Elliott Schuler.	2.90	1,058.50
SHT	02/22/2009	Analyzed past performance; split same between product lines; prepared trending analysis.	2.50	912.50
SHT	02/23/2009	Teleconference with Elliott Schuler and David Parham; participated in committee teleconference.	1.10	401.50
SHT	02/24/2009	Reviewed documents, prepared trending analysis and prepared for upcoming hearing.	1.70	620.50
SHT	02/24/2009	Traveled to and attended hearing regarding auction and sale; stood ready to testify; hearing was postponed.	0.90	328.50
SHT	02/24/2009	E-mail from/to Elliott Schuler regarding rescheduled hearing and status.	0.20	73.00
SHT	02/25/2009	Participated in committee teleconference.	0.50	182.50
SHT	02/26/2009	E-mail from/voicemail to Elliott Schuler regarding current developments; telecoms with Elliott Schuler regarding same.	0.30	109.50
SHT	02/26/2009	Telecom with Elliott Schuler to coordinate upcoming meeting.	0.10	36.50
SHT	03/04/2009	Met Elliott Schuler and Dave Parham regarding Superior Aircraft Products status and work plan; had follow-up meeting with Elliott Schuler.	1.50	547.50
SHT	03/04/2009	Telecoms with Tom Gingerich and Stacy Hoover-Bell regarding staff availability.	0.30	109.50
SHT	03/04/2009	Left two voicemails to Kent Abercrombie.	0.10	36.50
SHT	03/04/2009	Telecom with Elliot Schuler.	0.10	36.50
SHT	03/04/2009	Commenced document review and historical trend analysis.	0.90	328.50
SHT	03/05/2009	Left voicemails and sent e-mails to coordinate meeting with Kent Abercrombie to commence analysis.	0.30	109.50
SHT	03/05/2009	Met with Tom Gingerich regarding document review and to prepare historical trend analysis; prepared for visit to Superior Aircraft Products offices.	2.20	803.00
SHT	03/05/2009	Teleconference with Elliot Schuler and Tom Gingerich regarding same.	0.30	109.50
TJG	03/05/2009	Reviewed documents supplied by attorney's; met with Steve Thomas to prepare for meeting with Keith Abercrombie of Superior Air Parts.	5.20	1,508.00

LAIN, FAULKNER & CO., P.C.

DAILY LOG

February 13, 2009 THRU April 30, 2009

For Services Rendered

**Superior Air Parts, Inc., et al
Financial Analysis Services**

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
TJG	03/06/2009	Met with Steve Thomas and Keith Abercrombie to discuss cash flow statement and assumptions, accounts receivable and payable schedules and inventory schedules; discussed cash burn and liquidation values; discussed intercompany transactions with Theilert; follow up teleconference with Steve Thomas and Elliot Schuler.	5.00	\$1,450.00
SHT	03/06/2009	Prepared for meeting with Kent Abercrombie and Tom Gingerich.	0.50	182.50
SHT	03/06/2009	Traveled to Superior Aircraft Product offices and met with Kent Abercrombie and Tom Gingerich regarding working capital/cash burn rate, liquidation analysis and the historical relationship between Superior Aircraft Products and TAE.	3.90	1,423.50
SHT	03/06/2009	Teleconference with Elliot Schuler and Tom Gingerich regarding status and work plan.	0.40	146.00
SHT	03/06/2009	Had follow-up meeting with Tom Gingerich regarding detailed work plan.	0.60	219.00
SHT	03/06/2009	Read minutes of March 5, 2009 Committee teleconference.	0.20	73.00
SHT	03/09/2009	Read e-mails to/from Tom Gingerich and counsel; continued review of SAP's detailed accounts receivable/Accounts Payable and cash flow work papers.	1.40	511.00
SHT	03/09/2009	Analyzed the most recent monthly operating report in light of cash flow projections.	0.80	292.00
TJG	03/09/2009	Analyzed cash flow schedules for two week period to understand methods used by Keith Abercrombie; reviewed supplemental schedules provided by Keith Abercrombie to support cash flow; prepared list of additional documents to request.	4.80	1,392.00
TJG	03/09/2009	Met with Steve Thomas to update him on cash flow statements.	0.60	174.00
TJG	03/10/2009	Reviewed documents and prepared recap of meeting with Keith Abercrombie for conference call; prepared document request for Keith Abercrombie; met with Steve Thomas to review status of case.	3.50	1,015.00
SHT	03/10/2009	Continued document review and analysis with Tom Gingerich.	1.10	401.50
SHT	03/11/2009	Prepared interim report to counsel and committee members regarding current investigation; continued document review and analysis.	1.50	547.50
SHT	03/11/2009	Participated in weekly committee teleconference.	1.00	365.00
SHT	03/11/2009	Teleconference with David Parham and Tom Gingerich.	0.40	146.00
SHT	03/11/2009	Prepared detailed work plan with Tom Gingerich.	0.30	109.50
SHT	03/11/2009	Prepared and transmitted status report and detailed "to do" list; e-mails from/to/from Counsel.	0.60	219.00
TJG	03/11/2009	Prepared status update memorandum to Dave Parham for teleconference with committee members; follow up telecom with Dave Parham.	2.50	725.00
TJG	03/11/2009	Compared cash flow forecasts to actual results; quantified differences.	1.20	348.00

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Financial Analysis Services

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
TJG	03/11/2009	Participated in teleconference with Dave Parham, Ron Weaver, Chuck Dedmon and Steve Thomas; follow up teleconference with Dave Parham and Steve Thomas.	1.50	\$435.00
TJG	03/11/2009	Updated memorandum for list of additional tasks to be completed requested by committee members; follow up with Steve Thomas and Dave Parham.	1.30	377.00
TJG	03/12/2009	Prepared second document request for Kent Abercrombie.	1.00	290.00
SHT	03/12/2009	Continued analysis with Tom Gingerich; researched questions posed by committee members.	2.20	803.00
SHT	03/13/2009	Teleconference with Kent Abercrombie and Tom Gingeich; had follow-up meeting with Tom Gingerich regarding work plan.	0.40	146.00
SHT	03/13/2009	Teleconference with Elliot Schuler in Tom Gingerich; had follow-up meeting with Tom Gingerich regarding priorities.	0.40	146.00
TJG	03/13/2009	Teleconference with Kent Abercrombie and Steve Thomas to gain understanding of when we would receive documents per our prior request; asked Kent various operational questions.	0.40	116.00
TJG	03/13/2009	Reviewed invoices of Adams Aviation and Aero Inc. received from SAP at request of committee members; forwarded invoices to Elliot Schuler; updated Dave Parham and Elliot Schuler after our status call with Kent Abercrombie on status of documents.	1.00	290.00
TJG	03/13/2009	Reviewed accounts receivable and inventory schedules; prepared schedule to summarize per committee's request.	0.60	174.00
TJG	03/16/2009	Received weekly cash flow reports from Kent Abercrombie; reviewed schedules and began preparation for weekly teleconference with committee members.	2.50	725.00
SHT	03/16/2009	Continued analysis of data supplied by debtor; commenced outline for report to committee during weekly teleconference.	1.10	401.50
SHT	03/17/2009	Continued analysis with Tom Gingerich; reviewed and analyzed new information received from Kent Abercrombie, focusing on preparation for upcoming committee teleconference.	2.60	949.00
SHT	03/17/2009	Teleconference with Elliot Schuler and Tom Gingerich regarding same.	0.30	109.50
SHT	03/17/2009	Reviewed past financial information received from Elliot Schuler.	0.80	292.00
SHT	03/17/2009	Prepared for teleconference with Tom Gingerich and David Parham; teleconference with Tom Gingerich and David Parham; had follow-up meeting with Tom Gingerich regarding status and work plan.	1.30	474.50
TJG	03/17/2009	Continued review and analysis of documents received from SAP; analyzed accounts receivables and inventory for liquidation valuation and teleconference with committee.	1.60	464.00
TJG	03/17/2009	Continued review of documents with Steve Thomas; teleconference with Elliot Schuler and Steve Thomas; telecom with Kent Abercrombie, left message.	2.50	725.00
TJG	03/18/2009	Updated schedules and analysis for March 18th status report for conference call; teleconference with Elliot Schuler and Steve Thomas.	4.70	1,363.00
TJG	03/18/2009	Teleconference with attorneys, committee members and Steve Thomas; follow up meeting with Steve Thomas.	1.30	377.00

LAIN, FAULKNER & CO., P.C.
DAILY LOG
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Superior Air Parts, Inc., et al
Financial Analysis Services

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
SHT	03/18/2009	Continued document review and analysis with Tom Gingerich; prepared report to committee for presentation at upcoming committee teleconference; sent draft of report to counsel for their review.	1.90	\$693.50
SHT	03/18/2009	Analyzed projected cash flow and maximum possible debtor lifespan without a Plan of Reorganization.	1.40	511.00
SHT	03/18/2009	Teleconference with Tom Gingerich and Elliot Schuler.	0.30	109.50
SHT	03/18/2009	Participated in committee teleconference.	1.00	365.00
SHT	03/18/2009	Had follow-up meeting with Tom Gingerich regarding detailed "to do" list and general work plan.	0.60	219.00
SHT	03/19/2009	Prepared for teleconference; attempted teleconference with Tom Gingerich and Kent Abercrombie.	0.30	109.50
SHT	03/19/2009	Teleconference with Kent Abercrombie and Tom Gingerich; had follow-up meeting to summarize findings and document work plan with Tom Gingerich.	1.00	365.00
TJG	03/19/2009	Began summary of teleconference; gathered information for teleconference with Kent Abercrombie; teleconference with Steve Thomas and Kent Abercrombie.	1.40	406.00
TJG	03/20/2009	Reviewed new documents from SAP; began analysis on excess inventory schedules.	1.70	493.00
FFC	03/20/2009	Met with Tom Gingerich regarding update for inventory schedule to include 6 month demand; developed various queries and table to assist with updating same.	1.20	282.00
FFC	03/23/2009	Updated inventory schedule to include 6 month demand; performed quality control review procedures on same; met with Tom Gingerich regarding selected items not matched.	0.70	164.50
TJG	03/23/2009	Reviewed six month and three year inventory usage schedules to determine liquidation value of inventory on hand; began review of TAE schedule for intercompany transactions.	1.90	551.00
TJG	03/23/2009	Continued analysis of TAE schedule, new cash flow forecast received from SAP; reviewed sales by customer and usage of cash during past week.	3.00	870.00
SHT	03/23/2009	Work with Tom Gingerich on inventory valuation.	1.30	474.50
SHT	03/23/2009	Reviewed new weekly data received from Kent Abercrombie; Monitor Tom Gingerich's research and analysis of same.	1.20	438.00
SHT	03/23/2009	Commenced detailed review of Thielert AE vendor history.	2.00	730.00
SHT	03/24/2009	Continued analysis of weekly reports received from debtor.	0.70	255.50
SHT	03/24/2009	Continued analysis of SAP/TAE historical relationship.	3.10	1,131.50
SHT	03/24/2009	Prepared for upcoming committee teleconference and meeting with selected committee members.	1.10	401.50
TJG	03/24/2009	Analyzed accounts receivable agings, potential collection issues and liquidation value; reviewed additional documents received from SAP on sales and accounts receivables; reviewed monthly operating report; prepared status report for committee conference call; analyzed TAE history with Steve Thomas.	5.00	1,450.00
FFC	03/24/2009	Assisted Steve Thomas in developing summary schedule for Thielart accounts payable file.	0.30	70.50

EXHIBIT E

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Financial Analysis Services

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
TJG	03/25/2009	Continued review of documents for status update, focusing on accounts receivable issues and monthly operating report.	1.80	\$522.00
TJG	03/25/2009	Participated in teleconference with committee and counsel; attended follow up meeting with counsel, Tim Archer, Chuck Dedmon and Steve Thomas to discuss history of transactions between TAE and Superior Air Parts, Inc; follow-up meeting with Steve Thomas to prepare action plan going forward.	4.10	1,189.00
SHT	03/25/2009	Submitted comments regarding report to committee.	0.40	146.00
SHT	03/25/2009	Read e-mail from Tom Gingerich to Kent Abercrombie regarding monthly operating report questions.	0.10	36.50
SHT	03/25/2009	Analyzed gross margin, Aero sales issues etc. with Tom Gingerich to prepare for upcoming committee teleconference and meeting.	1.20	438.00
SHT	03/25/2009	Participated in weekly committee conference call.	1.00	365.00
SHT	03/25/2009	Met with Elliot Schuler, Dave Parham, Chuck Dedmon, Tom Gingerich and Tim Archer regarding SAP/TAE historical relationship.	2.50	912.50
SHT	03/25/2009	Had follow-up meeting with Tom Gingerich regarding work plan and action items.	0.60	219.00
SHT	03/25/2009	Read minutes of today's committee teleconference.	0.20	73.00
SHT	03/26/2009	Continued work on SAP/TAE historical relationship.	2.20	803.00
SHT	03/26/2009	Supervise/coordinated response to ASAP request by committee member.	0.30	109.50
SHT	03/26/2009	Prepared for teleconference with counsel, Kent Abercrombie and debtor's counsel regarding their potential Plan of Reorganization.	0.60	219.00
SHT	03/26/2009	Teleconference with Steve Roberts, Kent Abercrombie, Dave Parham, Elliot Schuler and Tom Gingerich regarding debtor's potential plan of reorganization; had follow-up teleconference with Elliot Schuler and Tom Gingerich.	1.00	365.00
TJG	03/26/2009	Teleconference with Dave Parham, Elliot Schuler, Steve Roberts, Kent Abercrombie and Steve Thomas regarding financial model for potential purchasers; follow up telecom with Elliot Schuler.	1.00	290.00
TJG	03/27/2009	Reviewed Superior Air Parts invoices from Ron Weaver updated with another vendor's sales prices to determine discounts given by Superior Air Parts to Adams and Aero.	2.80	812.00
SHT	03/27/2009	Worked on special requests by committee members and analysis thereof with Tom Gingerich.	0.40	146.00
TJG	03/30/2009	Analyzed historical sales prices of inventory items as pertains to Superior Air Parts, Adams and Aero; summarized findings.	1.50	435.00
TJG	03/31/2009	Analyzed the sell through of certain items; analyzed March 27 cash flow and the related accounts receivable, accounts payable and inventory; telecoms with Elliot Schuler regarding analysis of sales; telecom with Kent Abercrombie; various emails with Kent Abercrombie to gain understanding of current schedules; revised historical sales schedule and transmitted to Elliot Schuler.	4.70	1,363.00
TJG	04/01/2009	Telecom with Ron Weaver; analyzed sales, inventory and accounts receivable; prepared status update for conference call.	3.10	899.00

LAIN, FAULKNER & CO., P.C.
DAILY LOG
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Superior Air Parts, Inc., et al
Financial Analysis Services

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
TJG	04/01/2009	Teleconference with creditor's committee and counsel; follow up telecom with David Parham and Elliot Schuler.	1.10	\$319.00
SHT	04/01/2009	Met with Tom Gingrich regarding status and to prepare for committee teleconference; teleconference with Tom Gingrich and Elliot Schuler regarding same; read e-mails regarding questions and answers between Tom Gingrich and Kent Abercrombie.	0.80	292.00
SHT	04/01/2009	Participated in committee teleconference.	1.10	401.50
SHT	04/01/2009	Follow-up teleconference with Dave Parham and Tom Gingerich.	0.10	36.50
SHT	04/01/2009	Met with Tom Gingrich to prepare notes and work plan.	0.40	146.00
SHT	04/02/2009	Read e-mails and pleadings regarding reclamation claims; worked with Tom Gingerich to analyze potential profit on sale of reclaimed items.	0.90	328.50
SHT	04/03/2009	Telecom with Elliot Schuler.	0.10	36.50
SHT	04/03/2009	Performed reclamation claims analysis with Tom Gingerich.	0.30	109.50
TJG	04/03/2009	Analyzed reclamation claim and related documents and schedules supporting claims to determine proper actions on claims.	3.40	986.00
TJG	04/03/2009	Began analysis on documents received from SAP to answer action items from conference call; prepared schedules on sales and collection procedures issues and transmitted to Kent Abercrombie; follow up telecom with Kent Abercrombie to clarify his questions.	1.70	493.00
TJG	04/06/2009	Reviewed weekly cash forecast received from SAP; prepared update for creditor's committee.	1.20	348.00
SHT	04/06/2009	Read e-mails from Tom Gingerich and Kent Abercrombie.	0.10	36.50
SHT	04/06/2009	Worked with Tom Gingerich to prepare outline for committee teleconference report.	0.40	146.00
SHT	04/07/2009	Analyzed crankshaft activity; reviewed new documents received from debtor.	1.80	657.00
SHT	04/07/2009	Continued reclamation claim analysis; teleconference with Tom Gingrich and Elliot Schuler regarding same.	0.70	255.50
TJG	04/07/2009	Reviewed week of April 3 cash flow forecast; analyzed sales and purchase information on crankshafts; prepared summary schedule of sales and transmitted to Kent Abercrombie; follow up telecom with Kent.	2.60	754.00
TJG	04/08/2009	Prepared status update for teleconference; reviewed parts sales; analyzed negative margin items; telecom with Kent Abercrombie.	2.40	696.00
TJG	04/08/2009	Teleconference with creditor's committee and counsel; follow up telecom with Elliot Schuler.	0.60	174.00
TJG	04/08/2009	Continued analysis of weekly parts sales to determine negative margins.	0.50	145.00
SHT	04/08/2009	Prepared for weekly committee teleconference; participated in teleconference; had follow-up meeting with Tom Gingrich regarding monthly sales and gross margins.	0.90	328.50
SHT	04/09/2009	E-mail from/telecom with Elliott Schuler regarding employment and other case issues.	0.20	73.00
TJG	04/09/2009	Revised schedule reflecting negative margins; transmitted to counsel; transmitted to Kent Abercrombie requesting explanation of negative margin sales.	0.70	203.00

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Financial Analysis Services

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
TJG	04/14/2009	Analyzed parts purchased over past four weeks; reviewed crankshaft sales; updated outline for conference call.	2.00	\$580.00
SHT	04/14/2009	Prepared for weekly committee teleconference with Tom Gingerich.	0.20	73.00
SHT	04/14/2009	Telecoms with Elliott Schuler regarding insider issues.	0.20	73.00
SHT	04/15/2009	Prepared for weekly committee teleconference; telecom with Elliott Schuler regarding preparation and agenda.	0.40	146.00
SHT	04/15/2009	Participated in weekly committee teleconference.	0.50	182.50
SHT	04/15/2009	Met with Tom Gingerich regarding action items and work plans; reviewed negative gross margin issue.	0.40	146.00
SHT	04/15/2009	Read e-mail from Elliott Schuler; telecom with Elliott Schuler regarding insiders.	0.30	109.50
TJG	04/15/2009	Met with Steve Thomas to receive update of conference call and action items; began analysis of weekly cash flow.	0.70	203.00
TJG	04/16/2009	Continued analysis of cash flow and accounts receivable schedules; prepared schedule of account receivable trend.	3.10	899.00
SHT	04/17/2009	Read article regarding Thielert.	0.50	182.50
SHT	04/21/2009	Met with Elliott Schuler and David Parham regarding insider issues; documented notes.	1.10	401.50
SHT	04/21/2009	Met with Tom Gingerich to prepare for weekly committee teleconference and to prepare work plan for other projects.	0.50	182.50
TJG	04/21/2009	Performed analysis on weekly cash flow, information previously requested from Kent Abercrombie, collection procedures, accounts receivable, sales and inventory schedules.	6.70	1,943.00
TJG	04/22/2009	Finalized update for committee and supporting schedules; transmitted update and schedules to Elliot Schuler.	2.30	667.00
TJG	04/22/2009	Attended conference call with creditor committee and counsel.	1.20	348.00
SHT	04/22/2009	Teleconference preparation with Tom Gingerich.	0.40	146.00
SHT	04/22/2009	Participated in weekly committee teleconference.	0.80	292.00
SHT	04/22/2009	Follow-up meeting with Tom Gingerich regarding status, work plan and priorities.	0.20	73.00
SHT	04/23/2009	Telecom with Kent Abercrombie regarding Strategic Air Parts historical data.	0.20	73.00
SHT	04/23/2009	Received 2003 through 2008 financial information for Strategic Air Parts; performed cursory review and supervised/coordinated file preparation and electronic archiving; commenced analysis.	2.10	766.50
SHT	04/23/2009	Monitored analysis of weekly information and Monthly Operating Report.	0.50	182.50
SHT	04/23/2009	Sent e-mail to Kent Abercrombie regarding information request.	0.20	73.00
TJG	04/23/2009	Transmitted information to Kent Abercrombie requesting information on negative margin sales; reviewed March monthly operating report.	1.10	319.00
SHT	04/24/2009	Prepared historical trend analysis for TAE timeline.	0.70	255.50
SHT	04/24/2009	Reviewed June 2007 cash analysis regarding \$500,000 payments to TAE.	0.20	73.00
CSS	04/24/2009	Prepared schedule of key historical financial state.	1.90	389.50

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Financial Analysis Services

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
SHT	04/27/2009	Telecom with Elliott Schuler regarding Chapter 7 liquidation analysis.	0.20	\$73.00
SHT	04/27/2009	Commenced preparation of Chapter 7 liquidation analysis.	1.10	401.50
TJG	04/27/2009	Reviewed information requested from Kent Abercrombie regarding monthly operating account; performed review on weekly schedules from SAP.	2.30	667.00
TJG	04/28/2009	Continued analysis of weekly schedules including cash flow forecast, accounts receivable, accounts payable, inventory, sales and purchases; began summarizing findings for weekly update teleconference with committee.	5.20	1,508.00
TJG	04/28/2009	Began preparation of Chapter 7 liquidation analysis with Steve Thomas.	1.50	435.00
SHT	04/28/2009	Continued preparation of Chapter 7 liquidation analysis.	3.90	1,423.50
SHT	04/28/2009	Analyzed negative sales margins with Tom Gingerich.	0.30	109.50
SHT	04/29/2009	Continued preparation and enhancement of Chapter 7 liquidation analysis.	1.30	474.50
SHT	04/29/2009	Prepared for weekly committee teleconference.	0.30	109.50
SHT	04/29/2009	Research negative gross margins sale items.	0.30	109.50
SHT	04/29/2009	Teleconference with Elliott Schuler and Tom Gingerich regarding various case issues.	0.30	109.50
SHT	04/29/2009	Teleconference with Kent Abercrombie and Tom Gingerich.	0.40	146.00
SHT	04/29/2009	Participated in weekly committee teleconference; had follow-up meeting with Tom Gingerich to develop detailed work plan.	1.10	401.50
TJG	04/29/2009	Performed quality control review of Chapter 7 liquidation analysis; revised analysis for additional assumptions; revised liquidation analysis in order to transmit to committee and other third parties.	4.80	1,392.00
TJG	04/29/2009	Attended weekly update teleconference with committee and counsel.	0.70	203.00
TJG	04/30/2009	Telecom with David Parham regarding Chapter 7 liquidation analysis; revised analysis and transmitted to counsel.	0.40	116.00
SHT	04/30/2009	Reviewed Chapter 7 liquidation analysis with Tom Gingerich; suggested further enhancements; telecom with Dave Parham regarding same; researched his questions and revised analysis as requested.	1.80	657.00
SHT	04/30/2009	Finalized and transmitted historical financial data analysis.	0.40	146.00
*Daily Log Total:			220.70	71,010.50

LAIN, FAULKNER & CO., P.C.
Superior Air Parts, Inc., et al
Summary Sheet - Employment/Fee Application
For the Period February 13, 2009 through April 30, 2009

Employee	Current Hours Billed	Hourly Rate	Total Amount
Dennis Faulkner	1.60	390.00	\$ 624.00
Steve Thomas	0.50	365.00	\$ 182.50
Total:	2.10		\$ 806.50

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Employment/Fee Application

<u>Emp</u>	<u>Date</u>	<u>Service Code Description</u>	<u>TimeCard Hours</u>	<u>TimeCard Amount</u>
SHT	02/16/2009	E-mail from/telecom with Dennis Faulkner regarding employment issues.	0.10	\$36.50
DSF	02/16/2009	Worked on draft of Application to Employ and related Affidavit; confirmed disclosure issues with shareholders; four telecoms with Elliot Schuler regarding same; finalized pleadings and executed Affidavit.	1.60	624.00
SHT	02/17/2009	Read motion to employ and accountants' affidavit.	0.40	146.00
*Daily Log Total:			<u>2.10</u>	<u>806.50</u>

LAIN, FAULKNER & CO., P.C.
Superior Air Parts, Inc., et al
Summary Sheet - Travel Time
For the Period February 13, 2009 through April 30, 2009

Employee	Current Hours Billed	Hourly Rate	Total Amount
Steve Thomas	1.10	182.50	\$ 200.75
Total:	1.10		\$ 200.75

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Travel Time

<u>Emp</u>	<u>Date</u>	<u>Service Code Description</u>	<u>TimeCard Hours</u>	<u>TimeCard Amount</u>
SHT	02/20/2009	Travel to/from Superior Air Part offices to meet with Kent Abercrombie and Elliott Schuler.	0.70	\$127.75
SHT	03/06/2009	Traveled home from Superior Aircraft Products offices.	0.40	73.00
*Daily Log Total:			<u><u>1.10</u></u>	<u><u>200.75</u></u>

LAIN, FAULKNER & CO., P.C.
Superior Air Parts, Inc., et al
Summary Sheet - Client Time Not Billed
For the Period February 13, 2009 through April 30, 2009

Employee	Current Hours Billed	Hourly Rate	Total Amount
Amy Allen	0.30	0.00	\$ 0.00
Steve Thomas	0.50	0.00	\$ 0.00
Total:	0.80		\$ 0.00

LAIN, FAULKNER & CO., P.C.
DAILY LOG
February 13, 2009 THRU April 30, 2009
For Services Rendered

Superior Air Parts, Inc., et al
Client Time Not Billed

Emp	Date	Service Code Description	TimeCard Hours	TimeCard Amount
SHT	02/19/2009	File maintenance.	0.50	\$0.00
ASA	03/24/2009	Assisted manager is trouble shooting worksheet issues.	0.30	0.00
*Daily Log Total:			0.80	0.00

LAIN, FAULKNER & CO., P.C.
Superior Air Parts, Inc., et al
Summary Sheet - Expenses Incurred
For the Period February 13, 2009 through April 30, 2009

Expense Item	Rate	Total
Copies (in-house)	\$0.20 per page	\$ 34.40
Other	At Cost	\$ 23.20
Parking & Tolls	At Cost	\$ 10.00
Postage/Overnight Delivery	At Cost	\$ 2.17
Transportation	Cost and/or IRS Pub. 535 mileage rate	\$ 13.20
		\$ 82.97

Copies (in-house) and telecopies are billed at \$0.20 per page. Transportation is currently billed at \$0.550 per mile. All other expenses requested are billed at cost. All requested expenses are necessary, reasonable, economical and customarily charged to non-bankruptcy clients of Applicant.

LAIN, FAULKNER & CO., P.C.
DAILY TIME & EXPENSE REGISTER
02/13/2009 THRU 04/30/2009
Detail of Expenses

<u>Client Id</u>	<u>Date</u>	<u>Employee</u>	<u>Svc</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>TimeCard Description</u>
SA0999	02/20/2009	SHT18	64	*** Expense ***		13.20	24 miles @ .55 to/from Superior Air Products offices
SA0999	02/24/2009	SHT18	66	*** Expense ***		10.00	Courthouse - parking
SA0999	03/31/2009	LFC50	69	*** Expense ***		20.80	104 copies for March
SA0999	04/01/2009	LFC50	68	*** Expense ***		2.00	PACER (01/01/09 - 03/31/09)
SA0999	04/01/2009	LFC50	68	*** Expense ***		1.60	PACER (01/01/09 - 03/31/09)
SA0999	04/01/2009	LFC50	68	*** Expense ***		19.60	PACER (01/01/09 - 03/31/09)
SA0999	04/30/2009	LFC50	69	*** Expense ***		13.60	68 copies for April
SA0999	04/30/2009	LFC50	74	*** Expense ***		2.17	April postage
*Client Expenses						\$82.97	
**Register Expenses						\$82.97	

Lain, Faulkner & Co., P.C.

RESUMES

PROFESSIONALS

Dennis S. Faulkner - Mr. Faulkner is a shareholder of Lain, Faulkner & Co., with more than 27 years of accounting experience in both industry and public practice. Public practice has included audit and business consulting services with a national accounting firm as well as extensive experience in areas relating to bankruptcy, litigation services and general business consulting. In the area of bankruptcy, Mr. Faulkner's experience includes assistance in formulation and review of plans of reorganization, claims analysis and administration, preference and fraudulent transfer analyses, financial projections, and providing expert witness testimony. He has also served as examiner and trustee in bankruptcy cases. Mr. Faulkner is a graduate of Abilene Christian University, a Certified Public Accountant and a Certified Fraud Examiner.

Stephen H. Thomas - Mr. Thomas is a CPA and a shareholder of Lain, Faulkner & Co., as well as a Certified Fraud Examiner. He has gained particular expertise in bankruptcy, litigation and forensic accounting through over 30 years of experience in industry and public practice. His experience includes services as receiver, examiner and various investigative and accounting services on behalf of debtors, creditors and trustees of bankruptcy estates in numerous industries. He has significant experience and expertise in analyzing preferential payments and fraudulent conveyances, searching for hidden assets, performing cash and asset tracings, and providing expert witness testimony. In addition, he has business consulting experience comprised of due diligence reviews, contract compliance analyses and operational reviews.

Thomas J. Gingerich - Mr. Gingerich is a CPA manager with over 23 years experience in accounting with 10 years being in public accounting. He has extensive experience in tax, valuation and account analysis. Mr. Gingerich's experience in the private sector is comprised of budgets and forecasting, financial statements, and daily financial operation of small businesses. He is a graduate of Simpson College, in Indianola, Iowa with a BA in Accounting.

Amy Allen - Ms. Allen is a graduate of DeVry with a BS in Information Technology. She also has a BBA in General Business concentrating in Mathematics and Management from Amberton University. She has over 17 years experience in accounting, financial analysis and computer systems. Her areas of knowledge include accounts payable, general ledger accounting, cash management, escheat reporting, financial analysis and reporting of residential and commercial real estate portfolios, asset management, oil and gas accounting and its related tax reporting and bankruptcy claims administration. She has extensive computer systems training and trouble shooting experience in general ledger systems, mainframe systems and database management systems.

STAFF

Rick Cass - Mr. Cass has over 10 years experience in public accounting. His professional experience includes litigation support, account analysis, financial statement compilation, analysis of preferential payments and assistance in auditing. Mr. Cass has a BS in accounting from the University of Texas at Dallas.

Connie Smith - Ms. Smith serves as supervisor of our claims administration department, where she performs data management and detailed claims analysis, as well as client cash management. Her expertise has been utilized since 1992 in a number of bankruptcy cases. Ms. Smith previously served as the Controller of Lain, Faulkner & Co. She has extensive experience and expertise in integrated computer general ledger systems, spreadsheets and general accounting procedures. She has 27 years of accounting experience, 20 of which have been with Lain, Faulkner.